

P98000065240

DARBY, PEELE, BOWDOIN, PAYNE & KENNON

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

HERBERT F. DARBY, P.A.
S. AUSTIN PEELE, P.A.
W. RODERICK BOWDOIN, P.A.
M. BLAIR PAYNE
THOMAS J. KENNON, III

ATTORNEYS AT LAW

July 20, 1998

327 NORTH HERNANDO STREET
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LAKE CITY, FLORIDA 32056
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4895.01-98-282

Corporate Records Bureau
Division of Corporations, Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

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-07/23/98--01029--005
****122.50 ****122.50

Re: Midnight Pizza Enterprises, Inc.

Dear Sir/Madam:

Please find enclosed herewith the original and executed copy of Articles of Incorporation of Midnight Pizza Enterprises, Inc., a corporation for profit. Please file the original Articles of Incorporation, certify the copy and return it to us.

Also enclosed is our check in the sum of \$122.50 as payment for the following costs:

Filing Fee:	\$35.00
Fee for certified copy:	52.00
Fee for designation of registered agent	35.00
Total:	\$122.50

Since the registered agent for this corporation is properly designated in the Articles of Incorporation, and he has signed as an incorporator, we presume no separate certificate is required with regard to the same.

Thank you.

Very truly yours,



Thomas J. Kennon, III
For the Firm

TJKIII/sc
Enclosures
1. Articles and copy
2. check

FILED
98 JUL 23 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH JUL 24 1998

TJKIII/sc
06/24/98
4895.01-98-282

FILED
98 JUL 23 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MIDNIGHT PIZZA ENTERPRISES, INC.**

The undersigned incorporators hereby form and organize a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is **MIDNIGHT PIZZA ENTERPRISES, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal office of the corporation is 102 North Marion Street, Lake City, Florida 32055, and the mailing address of the corporation is 102 North Marion Street, Lake City, Florida 32055.

ARTICLE III - PURPOSE

The general purposes for which this corporation is organized and the nature of the business to be transacted by it are any and all lawful activities or businesses permitted by the law and the corporation shall have the power and authority to do any and all things to the same extent as a natural person.

It is the intention of this article that the powers and nature of the business of this corporation shall not in any way be restricted or limited except by operation of law and the corporation shall have all powers as may be granted either now or hereafter to corporations by the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is 1,000 shares of common stock, having a par value of \$1.00 per share, fully paid and non-assessable.

Authorized capital stock may be paid for in cash, services, or property, at a just value, but not less than par value, to be fixed by the Board of Directors of this corporation.

Every shareholder, upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the registered office of the corporation is 104 North Marion Street, Lake City, Florida 32055. The registered agent of the corporation at such office is Michael J. Testoni. The registered agent, by signing these Articles of Incorporation, accepts appointment as such and certifies that he is familiar with and accepts the duties and responsibilities as registered agent for the corporation.

ARTICLE VI - DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time as provided in the By-Laws, but shall never be less than two (2).

The names and addresses of the member of the first Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL J. TESTONI	102 North Marion Street Lake City, Florida 32055
KIMBERLY CONFORTI	102 North Marion Street Lake City, Florida 32055

ARTICLE VII - INCORPORATORS

The name and address of the incorporator who has executed these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL J. TESTONI	102 North Marion Street Lake City, Florida 32055
KIMBERLY CONFORTI	102 North Marion Street Lake City, Florida 32055

ARTICLE VIII - CUMULATIVE VOTING

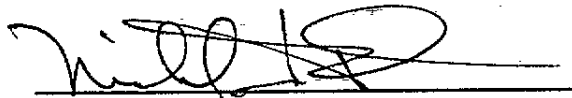
At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the

number of directors to be elected at that time, multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

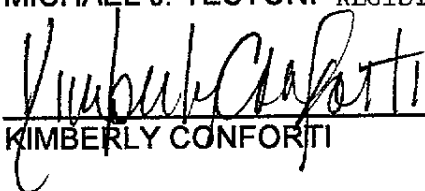
ARTICLE IX - COMMENCEMENT OF EXISTENCE

The corporation shall commence existence at 12:01 A.M. on _____, 1997.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in duplicate this 17th day of July, 1998.



MICHAEL J. TESTONI REGISTERED AGENT (SEAL)




KIMBERLY CONFORTI (SEAL)

STATE OF FLORIDA
COUNTY OF COLUMBIA

The foregoing instrument was acknowledged before me this 17th day of July, 1998, by MICHAEL J. TESTONI and KIMBERLY CONFORTI, who are personally known to me, or who has produced _____ as identification.

(NOTARIAL SEAL)



Notary Public, State of Florida

Thomas J. Kennon, III

Typed/printed name of notary

My Commission Expires:

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FILED
98 JUL 23 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA